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ATTORNEYS FOR STATE STREET BANK AND TRUST COMPANY
AS THE INDEPENDENT FIDUCIARY

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:	
In re	:	Chapter 11
	:	
ENRON CORP., ET AL.,	:	Case No.01-16034 (AJG)
	:	
	:	Jointly Administered
Debtors.	:	
	-----X	

**NOTICE OF AGREEMENT OF INDEPENDENT FIDUCIARY AND
SAVINGS PLAN TRUSTEE TO BE BOUND BY THE TERMS AND PROVISIONS OF
THE STIPULATION AND ORDER RESOLVING MOTION REGARDING CONVERSION
OF PREFERRED SHARES TO ENRON CORP. COMMON SHARES**

State Street Bank and Trust Company (“State Street”) files this Notice of Agreement not in its individual capacity but solely in its capacity as the independent fiduciary (the “Independent Fiduciary”) for the Enron Corp. Savings Plan (the “Savings Plan”).¹

The Independent Fiduciary serves as such pursuant to that certain Fiduciary Services Agreement between State Street and Enron Corp. dated March 14, 2002, as amended by Amendment No. 1 dated April 17, 2002, and approved by this Court by order entered April 19, 2002 (as so amended and approved, the “FSA”).

¹ Effective September 1, 2002, the Enron Corp. Employee Stock Ownership Plan (the “ESOP”) was merged into the Savings Plan.

Wilmington Trust Company, not in its individual capacity but solely as the trustee of the Trust of the Savings Plan, hereby joins in this Notice of Agreement pursuant to the direction of the Independent Fiduciary provided pursuant to the FSA.

Reference is made to the “Stipulation and Order Resolving Motion Regarding Conversion of Preferred Shares to Enron Corp. Common Shares” by and among Enron Corp. and the Kieckhefer, Morris, and Polk Family Trusts (the “Kieckhefer Stipulation and Order”). The Kieckhefer Stipulation and Order thereon was entered December 16, 2002 (Docket No. 8381).

The Trust of the Savings Plan is the holder of 70,000 shares of Enron Corp. Cumulative Second Preferred Convertible Stock (the “Preferred Stock”). The Independent Fiduciary wishes to have the Savings Plan convert the Preferred Stock into Enron Corp. common stock.

Notice is hereby given, pursuant to paragraph 12 of the Kieckhefer Stipulation and Order, that the undersigned hereby agree to be bound by the terms and provisions contained therein.

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While the Kieckhefer Stipulation and Order appears to be self-executing, the undersigned reserve the right to move before this Court for any relief either may need in order to effect such conversion in a timely manner.

Respectfully submitted,

WILMINGTON TRUST COMPANY,
not in its individual capacity but solely
as the Trustee of the Trust of the
Enron Corp. Savings Plan

STATE STREET BANK AND TRUST
COMPANY, not in its individual capacity
but solely as the Independent Fiduciary
for the Enron Corp. Savings Plan

By its attorneys,

/s/ Cynthia L. Corliss
Cynthia L. Corliss, Vice President and Counsel
Wilmington Trust Company
1100 North Market Street
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/s/ Peter Nils Baylor
Peter Nils Baylor
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World Trade Center West
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Dated: January 31, 2003
Boston, Massachusetts

CERTIFICATE OF SERVICE

I, Peter Nils Baylor, hereby certify that I caused a copy of the foregoing NOTICE OF AGREEMENT OF INDEPENDENT FIDUCIARY AND SAVINGS PLAN TRUSTEE TO BE BOUND BY THE TERMS AND PROVISIONS OF THE STIPULATION AND ORDER RESOLVING MOTION REGARDING CONVERSION OF PREFERRED SHARES TO ENRON CORP. COMMON SHARES to be served by first class mail, postage pre-paid, this 2nd day of February, 2003, upon the addresses listed on Exhibit A attached hereto and via electronic mail to the persons on the ECF service list as of the date hereof.

/s/ Peter Nils Baylor
Peter Nils Baylor
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Exhibit A

Securities and Exchange Commission
Bankruptcy Section
500 Madison, Suite 1400
Chicago, IL 60661

Special Procedures Branch
Internal Revenue Service
Attn: District Director
290 Broadway
New York, NY 10007

The Attorney General of the United States
10th and Constitution Avenue, N.W.
Washington, DC 20530

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New York, NY 10005
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33 Whitehall Street, 21st Floor
New York, NY 10004
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United States Securities and Exchange Commission
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New York, NY 10279
Attn: Alistaire Bambach, Esq.
Neal R. Jacobson

United States Department of Transportation
Research and Special Programs Administration
Chief Counsel Office
400 7th Street, S.W.
Washington, DC 20590
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Southern District of New York
Chambers of the Hon. Arthur J. Gonzalez
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Alexander Hamilton Custom House
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Attn: Legal Department

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Department of Justice
1515 SW Fifth Avenue, Suite 410
Portland, OR 97201
Attn: Mary Lou Haas

Minerals Management Service
Minerals Revenue Management
Office of Enforcement
P.O. Box 25165, Mail Stop 370B2
Denver, CO 80225
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Louisiana-Pacific Corporation
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Hayden Lake, ID 83835-4000
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